

M' is H, Li, Na, K, or alkyl;

R¹¹ is H or alkyl;

R¹² is H, alkyl, -C(O)R, -C(O)N(R)₂, -C(O)OR, -SO₂R, or -SO₂N(R)₂,
~~carboecyclyl, aryl, heterocyclyl, heteroaryl, carboecyclylalkyl, aralkyl, heterocyclylalkyl,~~
~~heteroaralkyl or a tumor targeting moiety;~~

each R^a and R^b is independently H, ~~OR^o, alkyl, or fluoroalkyl~~ -OH;

each R^c and R^d is ~~independently H, alkyl, or fluoroalkyl;~~

n is 0-4;

X⁻ is a monovalent or divalent anion, or a counterion to the thiazolium nitrogen
located anywhere in the molecule;

R^o is H or alkyl; and

R is R^o, ~~carboecyclyl, aryl, heterocyclyl, heteroaryl, carboecyclylalkyl, aralkyl,~~
~~heterocyclylalkyl, or heteroaralkyl;~~

provided that the following compounds are excluded:

Y is C(R⁴);

R⁵, R⁶, R^a, R^b, R^c and R^d are H;

R⁸ is methyl;

R⁹ is -OR¹⁰, and R¹⁰ is H, -PO₃M_x, -(PO₃)₂M_y or -P(O)(alkyl)OM';

X⁻ is Cl⁻ or Br⁻;

i) R¹ is H, R² is methyl, R³ is -OH, R⁴ is methyl, -CH₂OH or
-CH₂NH₂, and R⁷ is H;

ii) R¹ is -NH₂, -NHMe or -N(Me)₂, R² is methyl, R³ is H, R⁴ is H or -CH₃,
and R⁷ is H;

iii) R¹ is -NH₂ or OH, R² is methyl, R³ is H, R⁴ is H, and R⁷ is H;

iv) R¹ and R³ are H, R² is methyl, R⁴ is -NH₂, and R⁷ is H;

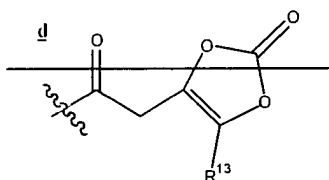
v) R¹ is -NH₂, R² is methyl, R³ and R⁴ are H, and R⁷ is H,
-CH(OH)CO₂H or -C(OH)(Me)CO₂H;

vi) R¹, R³, R⁴ and R⁷ are H and R² is methyl; and

vii) R¹ is H, R² is -NH₂, R³ is -OH, R⁴ is -CH₂CH₂NH₂, and R⁷ is H.

2. (currently amended) The compound of claim 1, wherein R^{10} is R^o , $-C(O)R$, $-C(O)N(R)_2$, $-C(O)OR$, $-(CH_2)_{1-6}-C(O)R$, or alkyl, ~~carbocyclyl, aryl, heterocyclyl, heteroaryl, carbocyclylalkyl, aralkyl, heterocyclylalkyl, heteroaralkyl, or a tumor-targeting moiety~~; and R^{12} is $-C(O)R$, $-C(O)N(R)_2$, $-C(O)OR$, $-SO_2R$, or $-SO_2N(R)_2$, ~~carbocyclyl, aryl, heterocyclyl, heteroaryl, carbocyclylalkyl, aralkyl, heterocyclylalkyl, heteroaralkyl or a tumor-targeting moiety~~.

3. (currently amended) The compound of claim 1, wherein R^{10} is R^o or and R^{12} is a polysaccharide, $-[C(O)CH(R)N(R)]_{2-3}-R$, ~~an antibody, or~~



~~, wherein R^{13} is H, alkyl, or aryl.~~

4. (cancelled).

5. (currently amended) The compound of claim 4 1, wherein:

- i) R^1 is $-N(R)_2$, $-(CH_2)_{1-6}N(R^\circ)_2$, $-(CH_2)_{1-6}OR^\circ$, $-NRC(O)R$, $-C(O)N(R)_2$, $-CN$, $-N(R)SO_2R$, $-COOR$, $-SR$, $-C(O)R$, halo, $-OC(O)R$, $-NRC(O)OR$, $-OC(O)N(R)_2$, $-N(R)C(O)N(R)$, $-NRC(S)NR$, $-NRSO_2NR$, or $-C(O)NRN(R)_2$, ~~heteroaryl, or heterocycetyl;~~
 - ii) R^2 is H, alkyl, fluoroalkyl, $-C(O)R$, $-COOR$, $-C(O)N(R)_2$, $-CN$, $-NRC(O)R$, $-OR$, $-SR$, $-N(R)_2$, $-(CH_2)_{1-6}OR^\circ$, $-(CH_2)_{1-6}N(R^\circ)_2$, or halo;
 - iii) R^3 is H, alkyl, fluoroalkyl, $-C(O)R$, $-COOR$, $-C(O)N(R)_2$, $-CN$, $-NRC(O)R$, $-SR$, $-N(R)_2$, $-(CH_2)_{1-6}OR^\circ$, $-(CH_2)_{1-6}N(R^\circ)_2$, or halo;
 - iv) R^4 is H, fluoroalkyl, $-C(O)R$, $-COOR$, $-C(O)N(R)_2$, $-CN$, $-NRC(O)R$, $-OR$, $-SR$, $-(CH_2)_{1-6}N(R^\circ)_2$, or halo;
 - v) R^{10} is H, $-PO_3M_x$, $-(PO_3)_2M_y$ or $-P(O)(alkyl)OM'$; or R^{12} is H or C_{1-6} alkyl;
- and
- vi) n is 1.

6. (cancelled).

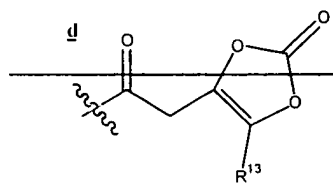
7. (currently amended) The compound of ~~6~~ 1, wherein:

- i) R^1 is H, $-N(R)_2$, alkyl, $-NR^oC(O)NR$, $-NR^oC(O)OR$, $-C(O)N(R)_2$, $-(CH_2)_{1-6}N(R^o)_2$, $-NR^oC(O)R$, $-CN$, $-COOR$, $-OR$, $-SR$, or halo;
- ii) R^2 is H, alkyl, fluoroalkyl, $-OR^o$, $-N(R^o)_2$, or halo;
- iii) R^3 and R^4 are independently H, alkyl, $-OR$, $-N(R)_2$, $-(CH_2)_{1-6}OR^o$, or $-(CH_2)_{1-6}N(R^o)_2$;
- iv) R^7 is H, alkyl, or fluoroalkyl, ~~$-(CH_2)_{1-6}OR$, $-(CH_2)_{1-6}N(R)_2$, $-NR^oC(O)R$, $-C(O)R$, $-C(H)(OR)R$, aralkyl, heterocyclyl, heterocyclylalkyl, heteroaryl, or heteroaralkyl;~~
- v) R^{10} is H, alkyl, $-C(O)R$, $-PO_3M_x$, $-P(O)(alkyl)OM'$, $-(PO_3)_2M_y$, $-C(O)N(R)_2$, or $-C(O)OR$, ~~or a tumor targeting moiety; or~~ and R^{12} is H, alkyl, $-C(O)R$, $-C(O)N(R)_2$, $-C(O)OR$, or $-SO_2R$, ~~5-membered heterocyclyl, 5-membered heteroaralkyl, or a tumor targeting moiety;~~ and
- vi) n is 1.

8. (cancelled).

9. (currently amended) The compound of claim ~~8~~ 1, wherein R^o is H or C_{1-6} alkyl optionally substituted with halo, hydroxy or amino.

10. (currently amended) The compound of claim ~~6 or 7~~, wherein R^{10} is R^o and ~~or~~ R^{12} is a polysaccharide, $-[C(O)CH(R)N(R)]_{2-3}-R$, ~~an antibody, or~~



~~, wherein R^{13} is H, alkyl, or aryl.~~

11. (currently amended) The compound of claim 6 or 7, wherein ~~said compound has one or more of the features selected from the group consisting of:~~

i) R^1 is H, amino, $-\text{CH}_2\text{NH}_2$, $-\text{NHC}(\text{O})\text{NHEt}$, $-\text{NHC}(\text{O})\text{OEt}$, $-\text{NHCH}_2\text{OH}$, $-\text{NHCH}_2\text{CH}_2\text{OH}$, $-\text{NH}-\text{CH}_2\text{CH}_2\text{Cl}$, $-\text{N}(\text{CH}_2\text{OH})_2$, Cl, Br, $-\text{SCH}_3$, CN, $-\text{C}(\text{O})\text{NH}_2$, $-\text{C}(\text{O})\text{OH}$, methyl, or ethyl;

ii) R^2 is H, methyl, ethyl, amino, CF_3 , Cl, or Br;

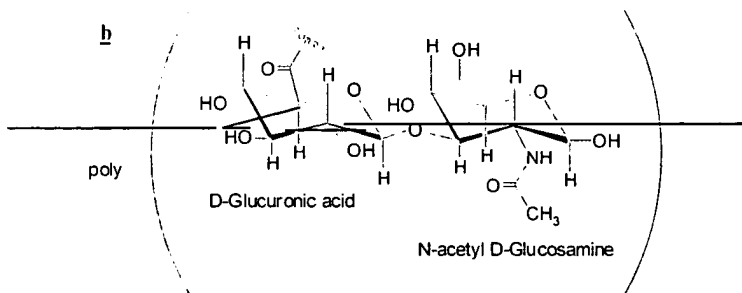
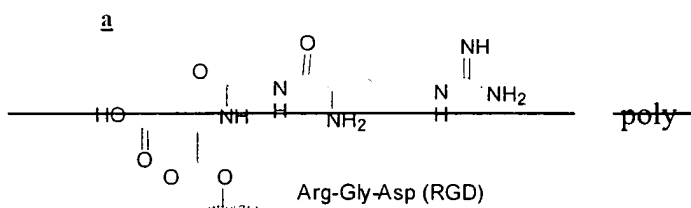
iii) R^3 is H, methyl, ethyl, amino, or hydroxy;

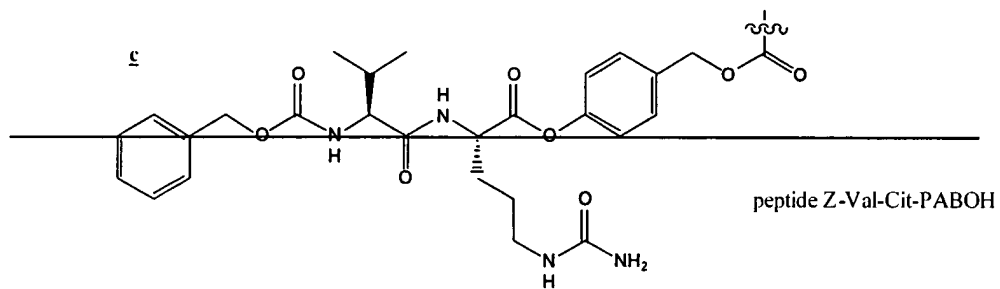
iv) R^4 is H, methyl, ethyl, $-\text{CH}_2\text{OH}$, or $-\text{CH}_2\text{NH}_2$;

v) ~~each R^5 , R^6 and R^8 is independently~~ H, methyl, ethyl, $-\text{CH}_2\text{F}$, $-\text{CHF}_2$, or $-\text{CF}_3$;

vi) R^7 is H, methyl, ethyl, or CF_3 , ~~$-\text{CH}(\text{OH})\text{CH}_3$, $-\text{CH}_2\text{OH}$, or $-\text{CH}_2\text{CH}_2\text{OH}$~~ ; and

vii) R^{10} is H, methyl, ethyl, $-\text{C}(\text{O})\text{Me}$, $-\text{C}(\text{O})\text{Et}$, $-\text{C}(\text{O})\text{NMe}_2$, ~~$-\text{C}(\text{O})-\text{p}-\text{OMe}$ phenyl, $-\text{C}(\text{O})\text{O}$ phenyl, $-\text{PO}_3\text{H}_2$, $-\text{P}(\text{O})(\text{OMe})_2$, $-\text{P}(\text{O})(\text{OMe})\text{OH}$, $-\text{P}(\text{O})(\text{Me})\text{OH}$, $-\text{P}(\text{O})(\text{OH})\text{OP}(\text{O})(\text{OH})(\text{OH})$, or R^{14}~~ ; and R^{14} is selected from the group consisting of:





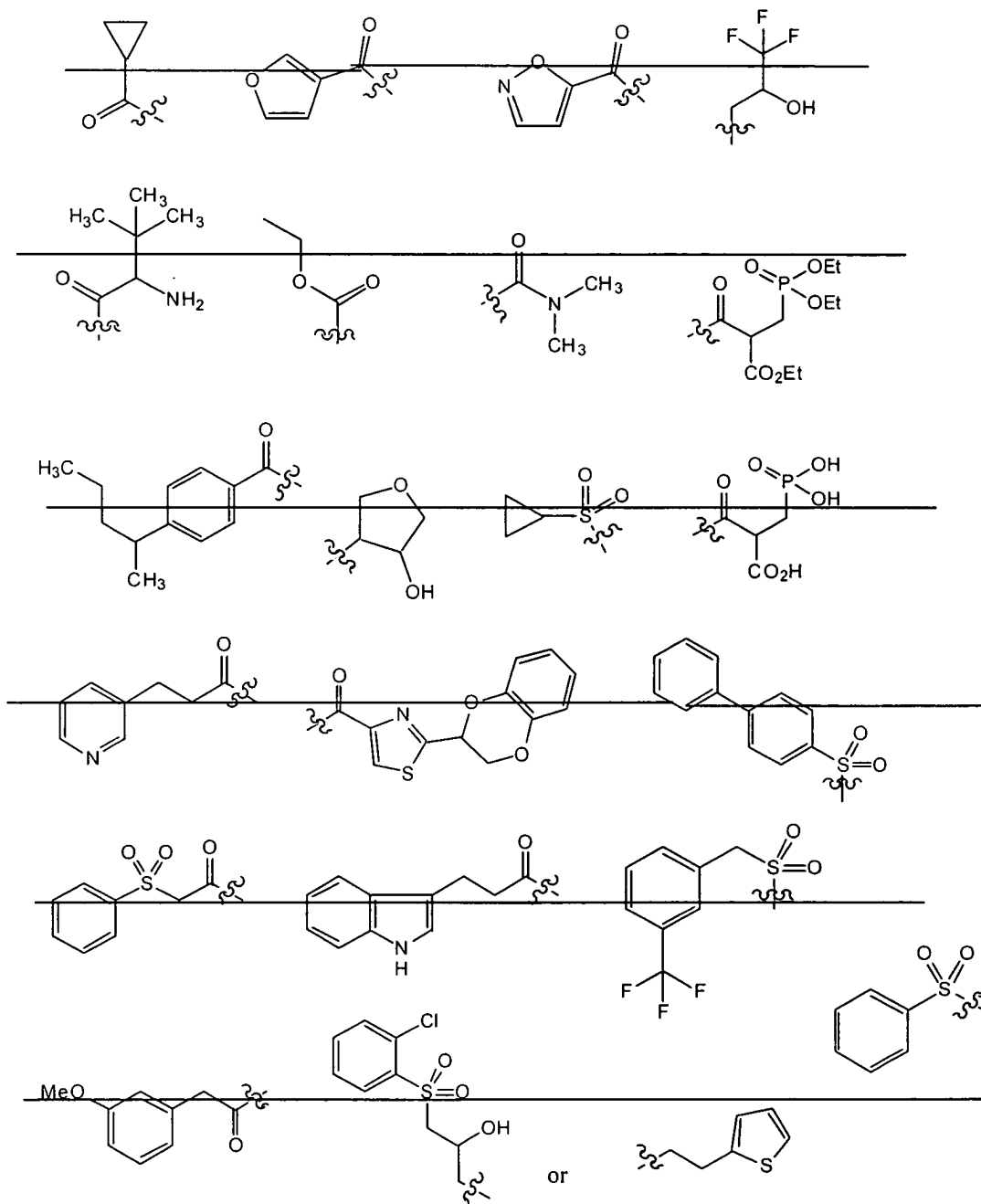
antibody, or and R^{12} is H, methyl, or ethyl, R^{14} ;

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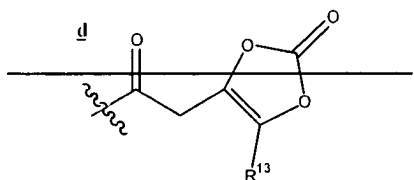
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12. (currently amended) The compound of claim 6 ~~or 7~~, wherein ~~said compound has one or more of the features selected from the group consisting of:~~

- i) R^1 is H, $-N(R^o)_2$, $-SR^o$, or halo;
- ii) R^2 is H, alkyl, fluoroalkyl, $-N(R^o)_2$, or halo;
- iii) R^3 and R^4 are independently H or alkyl;
- iv) R^7 is H or alkyl;
- v) R^8 is H or C_{1-6} unsubstituted alkyl; and
- vi) R^9 is $-OR^{10}$ and R^{10} is H, C_{1-6} unsubstituted alkyl, $-C(O)R$, $-PO_3M_x$, $-P(O)(alkyl)OM'$, $-(PO_3)_2M_y$, or $-C(O)OR$, ~~or a tumor targeting moiety.~~

13. (currently amended) The compound of claim 12, wherein R^{10} is ~~a polysaccharide, $-[C(O)CH(R)N(R)]_{2-3}-R$, an antibody, or H, C_{1-6} unsubstituted alkyl, or $-C(O)R$~~



wherein R^{13} is H, alkyl, or aryl.

14. (currently amended) The compound of claim 12, wherein ~~said compound has one or more of the features selected from the group consisting of:~~

- i) R^1 is H, $-NH_2$, $-SCH_3$, or Cl;
- ii) R^2 is H, methyl, ethyl, $-CF_3$, $-NH_2$, or Cl;
- iii) R^3 , R^4 , R^7 and R^8 are independently H ~~or~~, methyl, or ethyl; and
- iv) R^9 is $-OR^{10}$ and R^{10} is ~~H, H, $-R^o$~~ , PO_3H_2 , $-P(O)(OMe)_2$, $-P(O)(OMe)OH$, $-P(O)(Me)OH$, or $-P(O)(OH)OP(O)(OH)(OH)$, ~~or R^{14} ; and R^{14} is as defined in 11.~~

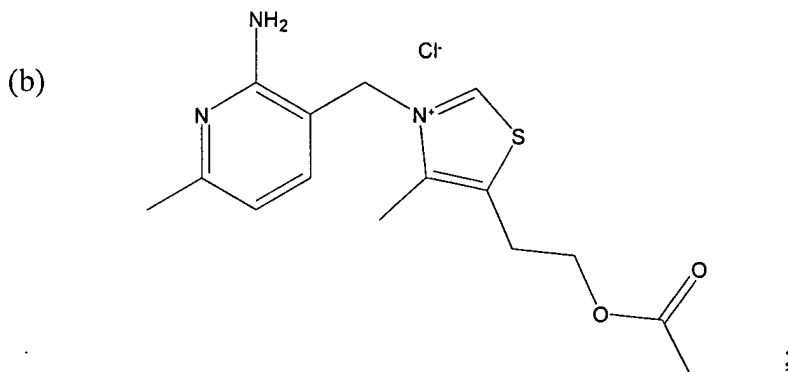
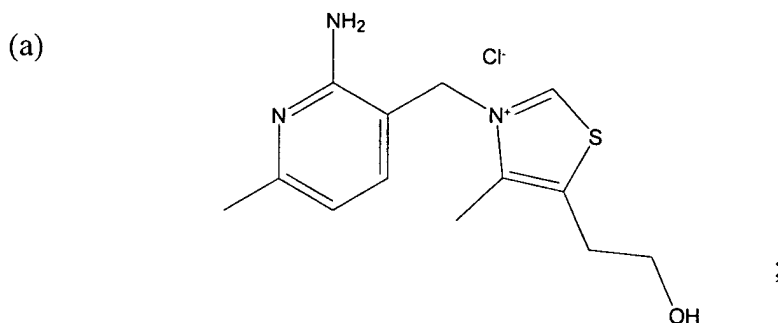
15. (previously amended) The compound of claim 1, wherein said compound is IIa-1, IIa-2, IIa-3, IIa-4, IIa-5, IIa-6, IIa-7, IIa-8, IIa-9, IIa-10, IIa-11, or IIc-1.

16. (currently amended) A pharmaceutical composition comprising a compound of ~~claim 1~~ claims 1-15 and a pharmaceutically acceptable carrier.

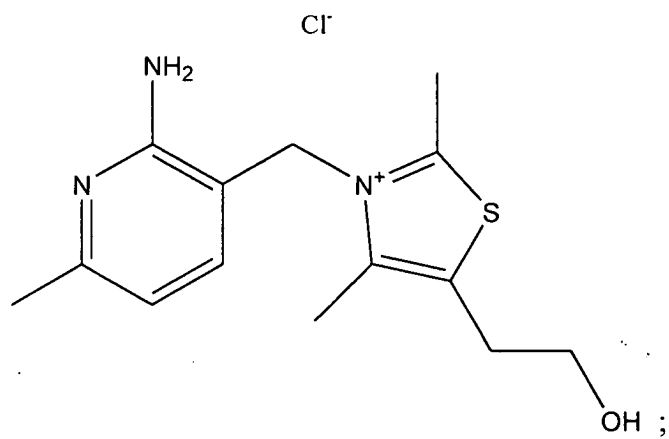
17. (previously amended) The composition of claim 16, further comprising at least one chemotherapeutic agent, antiangiogenic agent or agent which modulates signaling associated with hypoxic conditions in a cell.

18.-27. (cancelled).

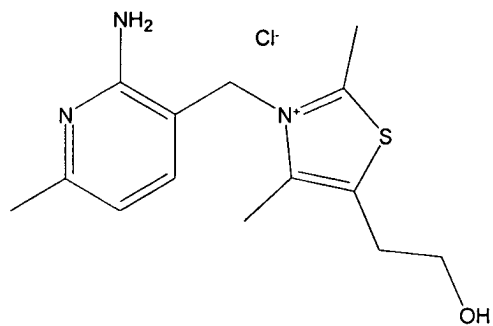
28. (new) The compound of formula 1, wherein the compound is selected from the group consisting of:



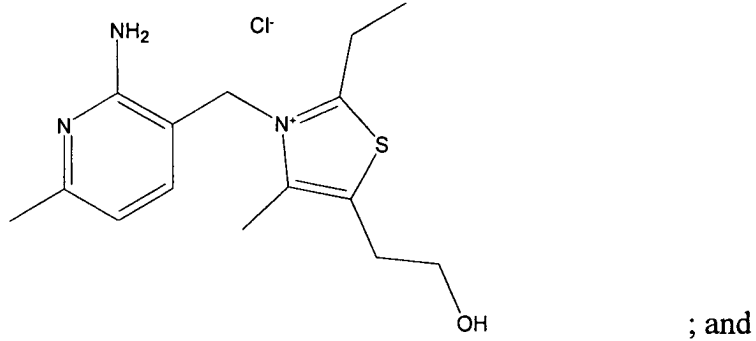
(c)



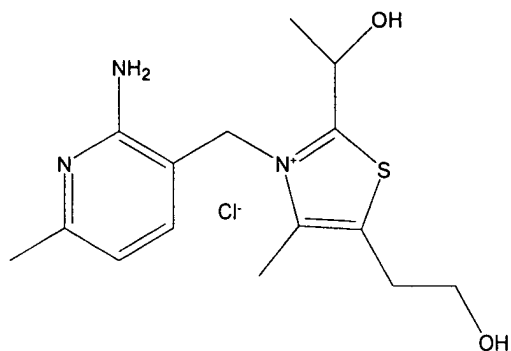
(d)



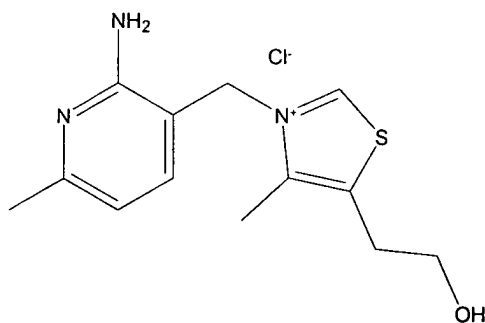
(e)



(f)



29. (new) The compound of formula 1, wherein the compound is



30. (new) The compound of claim 1, wherein:

R^1 is H or $-N(R)_2$;

R^2 is H or alkyl;

R^3 and R^4 are independently H or alkyl;

R^7 is H or alkyl;

R^8 is H or C_{1-6} unsubstituted alkyl;

R^9 is $-OR^{10}$ and R^{10} is H, C_{1-6} unsubstituted alkyl, or $-C(O)R$;

R^a , R^b , R^c , and R^d are H; and

n is 1.